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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE FOOTBALL ASSOCIATION)
PREMIER LEAGUE LIMITED and)
BOURNE CO., on behalf of themselves)
and all others similarly situated,)

Plaintiffs,)

07 Civ. 3582 (LLS)

v.)

YOUTUBE, INC., YOUTUBE, LLC and)
GOOGLE, INC.,)

Defendants)

**DECLARATION OF DANIEL HILL IN SUPPORT OF PLAINTIFFS'
MOTION FOR APPOINTMENT OF INTERIM CLASS COUNSEL PURSUANT TO
FED.R.CIV.P. 23(g)(2)(A)**

DANIEL HILL, pursuant to 28 U.S.C. 1746, declares as follows:

1. I am the president of Cal IV Entertainment, LLC ("Cal IV"). Cal IV was the named plaintiff in the now-withdrawn proposed class action, filed on June 7, 2007, in the Middle District of Tennessee against YouTube, Inc., YouTube, LLC, and Google, Inc. See *Cal IV Entertainment, LLC v. YouTube, Inc., et al.*, 3:07-cv-00617 (MD Tenn.) (the "Cal IV Action").

2. I make this declaration in support of the motion by Plaintiffs The Football Association Premier League Limited and Bourne Co., (together the "PL/B Plaintiffs") for the employment of their counsel, Proskauer Rose, LLP, and Bernstein Litowitz Berger & Grossmann, LLP (collectively the "PL/B counsel") as counsel for the putative Class on an interim basis pursuant to Fed.R.Civ.P. 23(g)(2)(A).

3. Cal IV is an independent music publishing company located in Nashville, Tennessee. Cal IV holds the copyrights to nearly 15,000 songs. To date, Cal IV owns the rights to fourteen No. 1 hit singles on the country music charts.

4. In 2006, Cal IV's officers became aware of the existence of the YouTube website and began to monitor the website for the existence of Cal IV's copyrighted material. Soon thereafter Cal IV began exploring its legal options as a result of its belief that a number of songs in its catalog were being utilized without authorization and in violation of the copyright laws on YouTube's website.

5. On or about April 5, 2007, Cal IV retained Barrett, Johnston & Parsley; Girard Gibbs LLP; and Burr & Forman LLP, to advise Cal IV on what rights and remedies it might have due to the massive copyright infringement of its songs on the YouTube website. Cal IV sought to move carefully and deliberately before initiating its lawsuit and contacted Defendants in an attempt to avail itself of any available technology that might protect Cal IV's copyrighted works. Ultimately, on June 7, 2007, Cal IV filed its lawsuit in Tennessee. In the interim, the P/LB Plaintiffs had initiated their action in New York on May 4, 2007.

6. Based on extensive discussions between counsel for Cal IV and PL/B counsel after Cal IV filed its lawsuit, I became persuaded that the Class represented by the firms in this action was in capable hands and that Cal IV could participate most effectively by withdrawing its suit in Tennessee and joining this action as a named plaintiff with my own counsel. Cal IV has filed a Notice of Dismissal of the Cal IV Action and has withdrawn its Motion for Transfer and Coordination or Consolidation of Actions Under 28 U.S.C. § 1407 filed with the Judicial Panel on Multidistrict Litigation.


7. Cal IV is of the opinion that New York is an appropriate venue for this litigation in light of the related Viacom action pending before the Court and based upon the belief that the firms who filed in the above-styled action will diligently and aggressively pursue the interest of all copyright holders whose property has been, and continues to be, infringed by Defendants.

8. Along with its counsel, Cal IV intends to actively participate in this litigation and supports the leadership structure proposed in Plaintiffs' Motion for Appointment of Interim Counsel.

9. Nashville, Tennessee, is the home of thousands of song writers and independent publishers who have a direct interest in the outcome of this litigation. Cal IV believes it is important for these copyright holders to have a voice in this litigation and Cal IV believes that its participation in the New York action will be beneficial to the Class as a whole.

10. Plaintiffs' Memorandum in Support of their Motion states that it is unclear from the Complaint in the Cal IV Action whether Cal IV has registered the songs it claims have been infringed on the YouTube website. Cal IV has filed copyright registrations with the U.S. Copyright Office of the Library of Congress for all of its compositions referenced in the Cal IV Action. In addition, as is customary practice in the music publishing business, Cal IV routinely files such copyright registrations regarding all its compositions that are recorded and released commercially.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed in Nashville, Tennessee, on July 10, 2007.



DANIEL HILL